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CHARTER
AND
CERTIFICATE OF INCORPORATION
WITH
BY-LAWS
OF THE
Frederick Douglass Memorial Hospital
and Training School.

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CHARTER
AND
CERTIFICATE OF INCORPORATION
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OF THE
Frederick Douglass Memorial Hospital
and Training School.

Be it Resolved, That moved by a desire to make further and better provisions than now exist for the relief, care, medical attendance and treatment of the sick and infirm poor of the City of Philadelphia, and especially the colored element of said city, as well as the necessity for better facilities to train persons to become professional nurses, the following named persons, to wit :

Jacob C. White, Jr., Levi Cromwell, S. J. M. Brock, Andrew F. Stephens, Henry M. Minton, Lewis G. Gordon, Sarah E. Tanner, Samuel B. Huey, Caroline E. White, Alma G. Somerville, Mary E. Campbell, P. Albert Dutrieuille, William A. Jackson, Nathan F. Mossell, Annie T. Nicholson, John P. Sampson, Aaron A. Mossell. Three or more of whom are citizens of the Commonwealth of Pennsylvania, have associated themselves for the purpose of founding and maintaining a Hospital and Training School in said city, and being desirous of being rated a corporation or body politic for the purpose aforesaid, agreeable to the provisions of the Acts of Assembly of the Commonwealth aforesaid, in that behalf made and provided, they do therefore declare the following to be the objects, articles and conditions of their said Association.

ARTICLE I.

The name of this corporation shall be FREDERICK DOUGLASS MEMORIAL HOSPITAL AND TRAINING SCHOOL.

ARTICLE II.

The object of this corporation is to found and maintain a Hospital and Training School for the relief and medical

attendance, care and treatment of the sick and infirm poor of the City of Philadelphia, and the instruction of those desiring to become trained nurses.

ARTICLE III.

The members of this corporation shall be the subscribers hereto, together with those persons who shall from time to time comply with such terms of membership not inconsistent with this Charter or with the Constitution or laws of the Commonwealth of Pennsylvania, as shall be prescribed by the By-Laws.

ARTICLE IV.

The business and government of this corporation shall be directed by a Board of Managers, not exceeding twenty-one in number, and shall be conducted in the City of Philadelphia, in the State of Pennsylvania.

ARTICLE V.

The number of the Board of Managers, necessary to constitute a quorum, shall be prescribed by the By-Laws.

ARTICLE VI.

The Board of Managers shall have power, by election, in which a majority of the whole Board shall concur, to fill vacancies in their own body.

ARTICLE VII.

The persons named in the foregoing preamble shall constitute the Board of Managers for the first year.

ARTICLE VIII.

The Board of Managers shall have power to make By-Laws, with rules and regulations for its own government and management of the corporation and its work, provided the same are consistent with the Constitution and laws of the United States and this Commonwealth, and the provisions of this Charter.

ARTICLE IX.

The said corporation shall have a common or corporate seal, and by the name, style and title aforesaid shall have a right to acquire and hold by gift, grant, bequest, devise or purchase real and personal estate, and shall also have power to sell and convey the same, and to give and execute mortgages and judgments on the same, provided that the moneys raised by the said mortgages or other incumbrances of such property shall be applied to the same uses and purposes as the said property was originally held for by the said corporation, and provided further that the clear yearly income from any real estate

to be so acquired by the said corporation shall not exceed the sum of twenty thousand (\$20,000) dollars.

ARTICLE X.

The said corporation shall be perpetual.

BY-LAWS
OF THE
BOARD OF MANAGERS
OF THE
Frederick Douglass Memorial Hospital
and Training School.

ARTICLE I.

The Charter of this Institution is and is hereby declared to be its Constitution.

ARTICLE II.

The meetings of the Board of Management shall be held monthly, and upon the second Friday of every month. Special meetings may be called by the Secretary upon application of three members of the Board. Seven members constituting a quorum.

ARTICLE III.

Order of Business.

- (a) Call to order.
- (b) Reading minutes.
- (c) Reading bills and communications.
- (d) Report of Finance Committee.
- (e) Report of other Committees.
- (f) Unfinished business.
- (g) New business.
- (h) Report of Secretary.
- (i) Report of Matron.
- (j) Adjournment.

ARTICLE IV.

The Board of Management shall make, constitute and appoint of its own members a President, Vice-President, Secretary, Treasurer, Chief of Hospital Staff, Finance Committee, Executive Committee, and a Visiting Committee, all of whom shall be appointed annually on the second Friday of October.

ARTICLE V.

The Duties of the Recording Secretary.

The Recording Secretary shall record the transactions of the Board and send out notices of the monthly and special meetings. He shall sign all orders drawn on the Treasurer by the Finance Committee and shall attend to such corre-

spondence as shall be specified by the Board and Finance Committee.

ARTICLE VI.

Duties of the Finance Committee.

The Finance Committee shall consist of three members, who shall receive all monies coming into the Institution from its various departments and pay the same over to the Treasurer. They shall apportion the money that shall be paid out to meet the obligations of the Institution. They shall keep the financial accounts of the Institution and shall make the quarterly reports to the Auditor-General of the State. They shall pay out all monies for the Institution, but only through orders drawn upon the Treasurer, signed by the President of the Board, Secretary and Chairman of the Finance Committee. They shall make a monthly audit of the Treasurer's account and report the financial standing of the Institution at each quarterly meeting.

ARTICLE VII.

Duties of the Executive Committee.

This committee shall consist of five members. They shall plan and arrange for the general interest of the Institution and, when necessary, shall take action during the interim in any matter demanding immediate attention. They shall delegate one of their members to negotiate for the purchasing of supplies for the culinary department, all of which shall be subject to the Board's approval.

ARTICLE VIII.

Duties of Physician in Chief.

He shall nominate the members of the Staff of Physicians, subject to the approval of the Board of Managers. He shall superintend the Out-Patient and the In-Patient Departments of the Institution. He shall have oversight of the Training School Department, also the Drug Store Department, all of which shall be subject to the approval of the Board of Managers. He shall submit to the Board a monthly and an annual report of each of these several departments.

ARTICLE IX.

Duties of Head Nurse and Matron.

She shall be elected by the Board annually. She shall have oversight of nurses in training. She shall have charge of the culinary department and the help therein employed, subject to the rules and regulations prescribed by the Training School Committee and the Board of Management.

ARTICLE X.

The Training School Committee.

Shall consist of five members, including the Head Nurse and Chief of Staff. They shall pass upon all applicants for nurse training, prescribe the rules governing this department and the course of instruction prescribed for nurses.

ARTICLE XI.

The Visiting Committee.

This committee shall consist of one or more members of the Board, who shall have power to delegate the various Presidents of the Auxiliaries to assist in the work. Its duties shall be to visit the Institution at least once a week, and report its condition and necessities as to the house-keeping departments.

ARTICLE XII.

Election of Members to the Board of Managers.

The membership shall be divided into three equal portions, or as nearly so as possible. One-third of whom are to be elected each year for a term of three years, such elections are to be held annually on the second Friday of October, at which time vacancies in unexpired terms may also be filled. The re-election of those who are derelict in attendance upon regular meetings shall be discretionary with the Board.

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